

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

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IN RE CENDANT CORPORATION : Master File No. 98-1664 (WHW)
SECURITIES LITIGATION :
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This document relates to: :
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JONATHAN BOCK, et al., : 00-CV-3328 (WHW)
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Plaintiffs, :
:
v. :
:
CUC INTERNATIONAL INC and CENDANT :
CORPORATION, :
:
Defendants. :
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~~PROPOSED~~ **ORDER OF DISMISSAL**

This matter having come before the Court on the request of plaintiffs Jonathan Bock; Michael Brochu and Daniel Foy for an order under Federal Rule of Civil Procedure 41(a)(2) dismissing their second amended complaint (the "Second Amended Complaint") with prejudice as against all defendants and without costs as between plaintiffs and defendants; and after due deliberation thereon and for good cause shown;

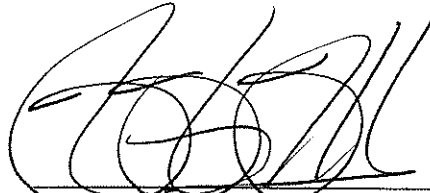
IT IS, this 24 day of January, 2008 hereby

ORDERED that the Second Amended Complaint be and hereby is DISMISSED with prejudice as against all defendants; and it is further

ORDERED that, because all claims asserted by and between Cendant Corporation ("Cendant") and Ernst & Young LLP ("E&Y") in all litigations consolidated for discovery purposes under *In re Cendant Corporation Securities Litigation*, 98 CV 1664 (WHW) have been dismissed with prejudice, Cendant's third-party claims against E&Y, E&Y's counterclaims, cross-claims, and third-party claims against Cendant and others, and all other claims, cross-claims, and third-party claims filed in this action be and hereby are DISMISSED with prejudice; and it is further

ORDERED that this action be closed; and it is further

ORDERED that there is no just reason for delay in the entry of this Order and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

A handwritten signature in black ink, appearing to read 'W. H. Walls', is written over a horizontal line.

WILLIAM H. WALLS, U.S.D.J.